

EXHIBIT E

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re Retrophin, Inc. Securities Litigation

)
) **Case No.: 1:14-cv-08376 (PKC)**
)

) **CLASS ACTION**
)

PROOF OF CLAIM AND RELEASE

A. GENERAL INSTRUCTIONS

1. You are urged to read carefully the accompanying Notice of Proposed Settlement of Class Action, Motion for Attorneys' Fees and Expenses, and Settlement Fairness Hearing (the "Notice").

2. To recover under the Settlement of this Action, you must have purchased or otherwise acquired the securities of Retrophin, Inc. between June 13, 2013 and September 30, 2014, both dates inclusive (the "Class Period"). You must not be a person who is excluded from the Class, as defined in the Notice. You also must not have requested exclusion from the Class.

3. If you are a Class member and not one of the excluded persons, and wish to participate in the proposed Settlement, you must complete and sign this Proof of Claim and Release ("Proof of Claim"). If you fail to file a properly addressed and fully completed Proof of Claim, fail to provide required documentation, or are not eligible to recover under the Settlement, your claim may be rejected and you may be precluded from any recovery from the proposed Settlement.

4. **You must mail your completed and signed Proof Of Claim, postmarked on or before _____, to the Settlement Administrator at:**

In re Retrophin, Inc. Securities Litigation
c/o Strategic Claims Services
P.O. Box _____
600 N. Jackson Street, Suite 3
Media, PA 19063
info@strategicclaims.net

5. If you are a member of the Settlement Class and did not timely request exclusion, you will be bound by any judgment entered in the Action **whether or not you submit a proof of claim.**

B. CLAIMANT IDENTIFICATION INSTRUCTIONS

1. If you purchased Retrophin securities and registered the certificate in your name, you are the beneficial owner as well as the record purchaser. If, however, you purchased Retrophin securities and the certificate was registered in the name of a third party, such as your stock broker or some other nominee or trustee, you are the beneficial owner even though the third party is the record purchaser listed on Retrophin's records. Proceeds of this Settlement will be distributed to Class members who are beneficial owners of Retrophin securities.

2. Use Section D of this form, entitled "Claimant Identification Schedule," to identify yourself and each owner of record, such as your stock broker, if different from the beneficial owner, of Retrophin securities that forms the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL**

BENEFICIAL OWNER(S), OR THE LEGAL REPRESENTATIVE OF SUCH OWNER(S), OF THE COMMON STOCK UPON WHICH THIS CLAIM IS BASED.

3. All joint owners must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and must identify each beneficial owner or owners for whom they are acting; proof of their authority must accompany this claim and their titles or capacities must be stated.

4. The Social Security (or Taxpayer Identification) number and telephone number of the beneficial owner must be provided.

5. If you fail to provide the foregoing information, your claim may be delayed or rejected.

C. INSTRUCTIONS FOR SCHEDULE OF TRANSACTIONS

1. Use Section E of this form, entitled "Schedule of Transactions," to supply all required details of your transactions (purchases and sales) in Retrophin securities between June 13, 2013 and September 30, 2014, both dates inclusive.

2. On the schedules, provide all of the requested information with respect to all of your purchases and sales of Retrophin securities that took place at any time during the Class Period, whether such transactions resulted in a profit or a loss. If you need more space, attach separate, numbered sheets giving all of the required information in substantially the same form. Print your name and Social Security or Taxpayer Identification number at the top of each additional sheet.

3. The failure to report all such transactions may result in the rejection of your claim.

4. List each transaction during the Class Period separately and in the order in which they took place, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list, as well as the purchase and/or sales price, excluding commissions, taxes, and other fees. If you do not have this information, your broker may be able to help you find it.

5. Retrophin securities acquired or disposed of for any consideration other than, or in addition to, cash must be reported as having been acquired or disposed of.

6. COPIES OF BROKER'S CONFIRMATIONS, BROKER'S ACCOUNT STATEMENTS, OR OTHER ACCEPTABLE DOCUMENTATION OF YOUR TRANSACTIONS IN RETROPHIN SECURITIES MUST BE ATTACHED TO YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS, INCLUDING SHARES OF STOCK. If you no longer have copies of your broker's confirmations or statements, your broker may be able to get you copies. A complete list of acceptable supporting documentation can be found on the website: www.strategicclaims.net.

7. Any claims submitted that contain more than 50 transactions during the Class Period are requested to be filed electronically and to provide all the purchase and sale information required in the Schedule of Transactions. For a copy of instructions and parameters concerning such a submission, contact the Claims Administrator: (1) at the website address above, and click on Retrophin, Inc. Securities Litigation; (2) by phone at (866) 274-4004, or (3) by fax at (610) 565-7985.

D. CLAIMANT IDENTIFICATION SCHEDULE

Claims must be received by the Claims Administrator postmarked no later than _____.

Please Type or Print

Beneficial Owner's Name *(as it appears on your brokerage statement)*

Joint Beneficial Owner's Name *(as it appears on your brokerage statement)*

Street Address

Street Address 2

City

State

Zip Code

Foreign Province

Foreign Country

Social Security Number

or

Taxpayer Identification Number

(_____) _____
Telephone Number (Day)

(_____) _____
Telephone Number (Evening)

(_____) _____
Facsimile Number

E-Mail Address

Record Owner's Name and Address *(if different from beneficial owner listed above)*

Specify one of the following.

Claimant holder of Retrophin securities is:

<input type="checkbox"/>	A. Individual Claimant: I am a claimant acting in my own interest, and am the sole owner of the shares.
<input type="checkbox"/>	B. Joint Claimants: We are claimants acting jointly.
<input type="checkbox"/>	C. Corporate Claimant: I am the _____ of _____, a corporation whose address is _____. I am authorized to make this claim on behalf of the corporation. The corporation is the owner of the shares.
<input type="checkbox"/>	D. IRA Claimant: I am a claimant acting on behalf of my IRA. The shares are held in my IRA.
<input type="checkbox"/>	E. Partnership Claimant: I am a partner of _____, a partnership whose business address is _____. I am authorized to make this claim on behalf of the partnership. The partnership is the owner of the shares.
<input type="checkbox"/>	F. Decedent's Estate Claimant: I am the executor or the administrator (circle which) of the estate of _____, whose last address was _____. (Valid proof of authority must accompany this claim.)
<input type="checkbox"/>	G. Trust Claimant: I am a trustee of _____, a trust authorized under the laws of _____. I am authorized to make this claim on behalf of the trust. The trust is the owner of the shares.
<input type="checkbox"/>	H. Custodial or Guardian Claimant: I am the custodian or the guardian (circle which) for _____ whose address is _____. (Valid proof of authority must accompany this claim.)
<input type="checkbox"/>	I. Other: (Specify) _____

E. SCHEDULE OF TRANSACTIONS IN RETROPHIN SECURITIES

1. State the total number of Retrophin securities owned at the close of trading on June 12, 2013, long or short (*if none, enter "0"; if other than zero, must be documented*):

Retrophin common stock	Exchange-traded call options on Retrophin common stock	Exchange-traded put options on Retrophin common stock

2. Separately list each and every **purchase** of Retrophin securities between June 13, 2013 and September 30, 2014, and provide the following information (*must be documented*):

Type of Security	Trade Date (list chronologi- cally) Month/Day/Year	Number of Securities Purchased	Price Per Share (excluding com- missions, taxes, and other fees)	Total Purchase Price (excluding com- missions, taxes, and other fees)
	____/____/____		\$	\$
	____/____/____		\$	\$
	____/____/____		\$	\$

3. Separately list each and every **sale** of Retrophin securities between June 13, 2013 and September 30, 2014 and provide the following information (*must be documented*):

Type of Security	Trade Date (list chronologi- cally) Month/Day/Year	Number of Securities Sold	Price Per Share (excluding com- missions, taxes, and other fees)	Total Sale Price (excluding com- missions, taxes, and other fees)
	____/____/____		\$	\$
	____/____/____		\$	\$
	____/____/____		\$	\$

4. State the total number of Retrophin securities owned at the close of trading on September 30, 2014, long or short (*if none, enter "0"; if other than zero, must be documented*):

Retrophin common stock	Exchange-traded call options on Retrophin common stock	Exchange-traded put options on Retrophin common stock

If you need additional space, attach the required information on separate, numbered sheets in the same format as above and print your name and Social Security or Taxpayer Identification number at the top of each additional sheet.

YOU MUST ALSO READ AND SIGN THE RELEASE**F. SUBMISSION TO JURISDICTION OF THE COURT**

By submitting this Proof of Claim Form and Release, I/we, and every Class member I/we represent, submit to the jurisdiction of the United States District Court for the Southern District of New York for purposes of this Action and the Settlement of the Action, as reflected in the Stipulation of Settlement (the “Settlement”). I/we agree to furnish additional information to Co-Lead Counsel to support this claim if requested to do so. I/we authorize Retrophin or any brokerage house with whom I/we transacted business to release to Co-Lead Counsel, or their designee, upon their request and without notice to me/us, any and all information relating to any purchase or sale of Retrophin securities by me/us during the Class Period. I/We further agree to be bound by the orders of the Court, agree that this Proof of Claim Form, my/our status or the status of the Class member I/we represent as a Claimant, and the allowable amount of this claim will be subject to review and further inquiry, and that I/we will furnish such additional documentation with respect to this Proof of Claim as may be required.

G. RELEASE

1. By signing this Proof of Claim Form and Release, and in consideration of the establishment of the Settlement Consideration, as of the effective date thereof, the undersigned claimant (“Claimant”), on behalf of Claimant and Claimant’s predecessors, successors, parents, subsidiaries, affiliates, custodians, agents, assigns, representatives, heirs, executors, trustees, and administrators, hereby fully, finally, and forever releases, relinquishes and discharges each and every Settled Claim (as defined below) against the Released Parties (as defined below). Claimant shall be forever barred and enjoined from instituting, prosecuting, participating, continuing, maintaining or asserting any or all of the Settled Claims, whether known or unknown, against the Released Parties, whether directly or indirectly, whether in the United States or elsewhere, and whether on Claimant’s own behalf or on the behalf of others.

2. “Settled Claims” means and includes (i) any and all claims, debts, demands, controversies, obligations, losses, rights or causes of action or liabilities of any kind or nature whatsoever (including, but not limited to, any claims for damages (whether compensatory, special, incidental, consequential, punitive, exemplary or otherwise), injunctive relief, declaratory relief, rescission or rescissionary damages, interest, attorneys’ fees, expert or consulting fees, costs, expenses, or any other form of legal or equitable relief whatsoever), whether based on federal, state, local, statutory or common law or any other law, rule or regulation, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, whether class or individual in nature, including both known claims and Unknown Claims and including claims asserted or which could have been asserted in this Action, by the Plaintiff or Class Members, and based upon the purchase or other acquisition of Retrophin securities from June 13, 2013 to September 30, 2014, and (ii) any claims, debts, demands, controversies, obligations, losses, rights or causes of action that Plaintiffs, Class Members or any of them may have against the Released Parties which involve or relate in any way to the defense of the Action or the Settlement of the Action or Plaintiffs’ or Class Members’ investment in Retrophin. However, claims to enforce the Settlement are not released.

3. “Unknown Claims” means and includes any and all claims that Plaintiffs or any Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Parties which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Parties, or might have affected his, her or its decision to object or not to object to this Settlement. Plaintiffs, Class Members, and each of them may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the subject matter of the Settled Claims. Nevertheless, with respect to any and all Settled Claims, the Settling Parties stipulate and agree that, upon the Effective Date, the Settling Parties shall expressly waive and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, waived all provisions, rights and benefits of California Civil Code § 1542 and all provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to California Civil Code § 1542. California Civil Code § 1542 provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

The Settling Parties expressly acknowledge, and the Class Members shall be deemed to have, and by operation of the Judgment shall have acknowledged, that the waiver and release of Unknown Claims constituting Settled Claims was separately bargained for and a material element of the Settlement.

4. “Released Parties” means Defendants Retrophin, Martin Shkreli, Marc L. Panoff, Steve Richardson, Stephen Aselage, Cornelius E. Golding, and Jeff Paley, and each of any Defendant’s past or present directors, officers, employees, partners, principals, members, insurers, co-insurers, re-insurers, controlling shareholders, attorneys, advisors, accountants, auditors, personal or legal representatives, successors-in-interest, parents, subsidiaries, divisions, joint ventures, assigns, spouses, estates, executors, administrators, heirs, related or affiliated entities, any entity in which any Defendant has or had a controlling interest, any member of any Defendant’s immediate family, or any trust of which any Defendant is the settlor or which is for the benefit of any member of an Defendant’s immediate family. All Released Parties (other than the Settling Defendants) are intended third-party beneficiaries of this Stipulation of Settlement. I/we hereby warrant and represent that I/we have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this Release or any other part or portion thereof.

5. This Release shall be of no force or effect unless the United States District Court approves the Stipulation and unless the Stipulation becomes effective as to the Defendants on the Effective Date (as defined in the Stipulation).

H. CERTIFICATION

1. I/we certify that I/we believe in good faith that I am/we are a Settlement Class Member, as defined in the Notice, or am/are acting for such person; that I/we have read and understood the contents of the Notice; that I/we have not submitted a Request for Exclusion seeking to be excluded from the Class; that I/we believe that I am/we are entitled to receive a portion of the Net Settlement Fund; and that the foregoing information is true, accurate, and complete to the best of my/our knowledge, information, and belief.

2. Federal law provides that the filing of a false claim is punishable by a fine of not more than \$10,000 or imprisonment for not more than five years, or both.

3. I/we certify that I am/we are NOT subject to backup withholding under the provisions of Section 3406(a)(1)(c) of the Internal Revenue Code.

(NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the word "NOT" in the certification above.)

4. I/we declare under penalty of perjury under the laws of the United States that the foregoing information supplied by the undersigned and the supporting documentation attached hereto are true and correct, that I/we wish to enter into the Release, and that this Proof of Claim form was executed this _____ day of _____ (month), _____ (year)

in _____.

(City, State, Country)

Signature of Claimant

Signature of Joint Claimant, if any

(Print your name here)

(Print your name here)

Signature of person signing on behalf of claimant

(Print your name here)

(Capacity of persons signing on behalf of claimant, e.g., Executor, Custodian, etc.)

IMPORTANT: IF THIS CLAIM IS ON BEHALF OF JOINT OWNERS, ALL JOINT OWNERS MUST SIGN.

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.

THANK YOU FOR YOUR PATIENCE.

Reminder Checklist:

1. Remember to sign the above Release and Certification (or W-8 Certification).
2. Remember to attach only **copies** of acceptable supporting documentation, a complete list of which can be found on the Settlement Administrator's website.
3. Do not send originals of securities certificates.
4. Keep copies of the completed claim form and documentation for your own records.
5. If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested, or its equivalent. **You will bear all risks of delay or non-delivery of your claim.**
6. If your address changes in the future, or if these documents were sent to an old or incorrect address, please send us **written** notification of your new address.
7. If you have questions or concerns regarding your claim, please contact the Settlement Administrator at:

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